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Medical Center, Inc., et al., Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
CASE NO. 15- 24999 (VFP)

In re:

SAINT MICHAEL'S MEDICAL CENTER,
INC., *et al.*¹

Debtors-in-Possession.

Chapter 11
(Joint Administration Pending)

HEARING DATE AND TIME:

_____, 2015, at __: __ .m.

ORAL ARGUMENT REQUESTED

NOTICE OF DEBTORS' MOTION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 363 AND 365 AND FED. R. BANKR. P. 2002, 6004 AND 6006: (1) APPROVING "STALKING HORSE" ASSET PURCHASE AGREEMENT FOR THE SALE OF SUBSTANTIALLY ALL THE DEBTORS' ASSETS; (2) APPROVING BIDDING PROCEDURES AND FORM, MANNER AND SUFFICIENCY OF NOTICE; (3) SCHEDULING (A) AN AUCTION SALE AND (B) A HEARING TO CONSIDER APPROVING THE HIGHEST AND BEST OFFER; (4) AUTHORIZING THE DEBTORS TO SELL SUBSTANTIALLY ALL THEIR ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS; (5) AUTHORIZING THE DEBTORS TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (6) GRANTING OTHER RELATED RELIEF

TO: All Parties-in-Interest

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal identification number are: Saint Michael's Medical Center, Inc. (6046); Columbus Acquisition Corp. (6342); Saint James Care, Inc. (6230); and University Heights Property Company (0162).

PLEASE TAKE NOTICE that pursuant to an Order Shortening Time served herewith, on the ____ day of _____, 2015, at __:__ __.m., or as soon thereafter as counsel may be heard, the undersigned, proposed counsel for Saint Michael's Medical Center, Inc., *et al.*, the within debtors and debtors-in-possession (the "**Debtors**"), shall move for entry of an Order pursuant to 11 U.S.C. §§ 363 and 365 and Fed. R. Bankr. P. 2002, 6004 and 6006: (1) Approving a "Stalking Horse" Asset Purchase Agreement for the Sale of Substantially All the Debtors' Assets; (2) Approving Bidding Procedures and Form, Manner and Sufficiency of Notice Thereof; (3) Scheduling (a) an Auction Sale and (b) a Hearing to Consider Approving the Highest and Best Offer; (4) Authorizing the Debtors to Sell Substantially All of Their Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (5) Authorizing the Debtors to Assume and Assign Related Executory Contracts and Unexpired Leases; and (6) Granting Other Related Relief (the relief requested in subparts (1) through (3) is referred to as "**Part I of the Motion**" and the proposed Order granting Part I of the Motion, submitted herewith, is referred to as the "**Bidding Procedures Order**"; the relief requested in subparts (4) through (6) is referred to as "**Part II of the Motion**" and the proposed Order granting Part II of the Motion, submitted herewith, is referred to as the "**Sale Order**"). Pursuant to the Order Shortening Time, the Debtors shall move before the Honorable Vincent F. Papalia, United States Bankruptcy Judge, at the United States Bankruptcy Court, Martin Luther King Jr. Federal Building, 50 Walnut Street, Newark, New Jersey 07102, for entry of the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that in support of the Motion, the undersigned shall rely on the "First Day" Declaration of David A. Ricci and the accompanying Verified Application, which sets forth the relevant factual and legal basis upon which the relief requested should be granted. A proposed Order granting the relief requested in the Motion also is submitted herewith.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall be filed and served in accordance with the Order Shortening Time.

PLEASE TAKE FURTHER NOTICE that the undersigned request oral argument on the return date of the Motion.

COLE SCHOTZ, P.C.
*Proposed Attorneys for Saint Michael's
Medical Center, Inc., et al., Debtors-in-Possession*

By: /s/ Michael D. Sirota
Michael D. Sirota, Esq.
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Ryan T. Jareck, Esq.

DATED: August 10, 2015